

1 MICHAEL D. TORPEY (STATE BAR NO. 79424)  
2 mtorpey@orrick.com  
3 RICHARD GALLAGHER (STATE BAR NO. 208714)  
4 rgallagher@orrick.com  
5 JAMES E. THOMPSON (STATE BAR NO. 240979)  
jthompson@orrick.com  
6 ORRICK, HERRINGTON & SUTCLIFFE LLP  
The Orrick Building  
405 Howard Street  
San Francisco, CA 94105-2669  
Telephone: +1-415-773-5700  
Facsimile: +1-415-773-5759

8 || Attorneys for Nominal Defendant NVIDIA Corporation

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

13 In Re NVIDIA CORP. DERIVATIVE  
LITIGATION

Master File No. C-06-06110-SBA (JCS)

**15 | This Document Relates To:**

## **STIPULATION AND [PROPOSED] ORDER REGARDING BRIEFING SCHEDULE**

## ALL ACTIONS

1        This Stipulation is entered into by and among co-lead plaintiffs, the Nominal Defendant  
2 NVIDIA Corp. ("NVIDIA"), and the individuals named as defendants in this action, through their  
3 attorneys of record.

4        WHEREAS, this derivative case is proceeding in parallel with two other derivative cases  
5 – one in the Delaware Chancery Court and the other in Santa Clara – involving NVIDIA's stock  
6 options;

7        WHEREAS, NVIDIA and the plaintiffs in all three derivative options cases (Delaware  
8 Chancery, Santa Clara Superior, and Northern District of California) recently agreed to resume  
9 global settlement discussions and agreed to participate in a formal mediation session before Judge  
10 Infante;

11        WHEREAS, May 22, 2008 has been reserved with Judge Infante as the date for the  
12 mediation session;

13        WHEREAS, the deadlines set forth in the parties' prior Stipulation and Court Order  
14 required defendants to file motions to dismiss by May 13, 2008, plaintiffs to file their opposition  
15 by July 8, 2008, and defendants to file their reply by August 26, 2008;

16        WHEREAS, the hearing on defendants' motions to dismiss is set on the Court's calendar  
17 for September 9, 2008;

18        WHEREAS, on April 23, 2008, this Court entered an Order denying without prejudice  
19 plaintiff's Motion to Seal Portions of the Second Amended Complaint [Docket No. 132];

20        WHEREAS, plaintiffs have retrieved the sealed Second Amended Complaint from the  
21 Court's clerk;

22        WHEREAS, in light of the pending mediation, and in the interests of conserving party and  
23 Court resources, the parties mutually agree and seek the Court's approval to postpone further  
24 motion activity until after the mediation session with Judge Infante;

25        WHEREAS, in light of the September 9, 2008 hearing date for motions to dismiss, the  
26 parties can accomplish these efficiency goals without disturbing the hearing date and thus without  
27 delaying the action.

28

WHEREFORE, IT IS STIPULATED AND AGREED that:

1. If the case does not settle at or after the upcoming mediation, plaintiffs will resubmit to the Court their Second Amended Complaint on or before June 2, 2008.
  2. The parties will meet and confer regarding the Court's April 23, 2008 order denying plaintiff's Administrative Motion to Seal Portions of the Second Amended Complaint and, if necessary, plaintiff will file a renewed administrative motion on or before June 2, 2008.
  3. Defendants will file their motions to dismiss on or before June 23, 2008.
  4. Plaintiffs will file their opposition briefs on or before August 4, 2008.
  5. Defendants will file their reply briefs on or before August 25, 2008.
  6. The hearing on defendants' motion to dismiss will remain as currently scheduled for September 9, 2008.

DATED: May 2, 2008

Respectfully Submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP  
MICHAEL D. TORPEY  
JAMES N. KRAMER  
RICHARD GALLAGHER  
JAMES THOMPSON

s/ James N. Kramer  
**JAMES N. KRAMER**

The Orrick Building  
405 Howard Street  
San Francisco, CA 94105  
Telephone: 415/773-5700  
415/773-5759 (fax)

Attorneys for Nominal Defendant NVIDIA Corporation

I, James N. Kramer, am the ECF user whose ID and password are being used to file this Stipulation and [Proposed] Order Regarding Hearing Date for Plaintiffs' Motion. In compliance with General Order 45, X.B., I hereby attest that Travis E. Downs III has concurred in this filing.

DATED: May 2, 2008

LERACH COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
TRAVIS E. DOWNS III  
BENNY C. GOODMAN III  
MARY LYNNE CALKINS  
655 West Broadway, Suite 1900  
San Diego, CA 92101  
Telephone: 619/231-1058  
619/231-7423 (fax)

---

s/ Travis E. Downs III  
TRAVIS E. DOWNS III

LERACH COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
SHAWN A. WILLIAMS  
MONIQUE C. WINKLER  
AELISH M. BAIG  
100 Pine Street, Suite 2600  
San Francisco, CA 94111  
Telephone: 415/288-4545  
415/288-4534 (fax)

LERACH COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
THOMAS G. WILHELM  
9601 Wilshire Blvd., Suite 510  
Los Angeles, CA 90210  
Telephone: 310/859-3100  
310/278-2148 (fax)

BARRACK, RODOS & BACINE  
DANIEL BACINE  
JEFFREY W. GOLAN  
3300 Two Commerce Square  
2001 Market Street  
Philadelphia, PA 19103  
Telephone: 215/963-0600  
215/963-0838 (fax)

Attorneys for Co-Lead Plaintiffs

*I, James N. Kramer, am the ECF user whose ID and password are being used to file this Stipulation and [Proposed] Order Regarding Hearing Date for Plaintiffs' Motion. In compliance with General Order 45, X.B., I hereby attest that Stephanie Byerly has concurred in this filing.*

DATED: May 2, 2008

HOWREY LLP  
LEIGH A. KIRMSSE  
STEPHANIE BYERLY

s/ Stephanie Byerly  
**STEPHANIE BYERLY**

525 Market Street, Suite 3600  
San Francisco, CA 94105-2708  
Telephone: 415/848-4966  
415/848-4999 (fax)

Attorneys for Defendant Christine B. Hoberg

1 \* \* \*  
2  
3

4 **O R D E R**

5 Based on the stipulation of the signed parties, and good cause appearing, IT IS HEREBY  
6 ORDERED that:

- 7
- 8 1. If the case does not settle at or after the upcoming mediation, plaintiffs  
9 shall re-submit to the Court their Second Amended Complaint on or before June 2,  
10 2008.
- 11 2. The parties shall meet and confer regarding the Court's April 23, 2008  
12 order denying plaintiff's Administrative Motion to Seal Portions of the Second  
13 Amended Complaint and, if necessary, plaintiff will file a renewed administrative  
14 motion on or before June 2, 2008.
- 15 3. Defendants shall file their motions to dismiss on or before June 23, 2008.
- 16 4. Plaintiffs shall file their opposition briefs on or before August 4, 2008.
- 17 5. Defendants shall file their reply briefs on or before August 25, 2008.
- 18 6. When Defendants file their motions to dismiss, defendants shall set a  
19 hearing for their motions for September 9, 2008 or the next subsequently available  
20 hearing date on the Court's calendar.

21 IT IS SO ORDERED.  
22

23 DATED: 5/7/08  
24

25   
26 THE HONORABLE SAUNDRA B. ARMSTRONG  
27 UNITED STATES DISTRICT COURT JUDGE  
28